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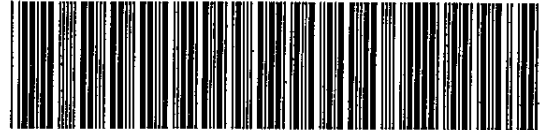
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800-462-7783

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Reply To:

Peter C. Mollengarden, Esq.
Direct: (561) 820-2872
pmolleng@becker-poliakoff.com

January 12, 2004

CORPORATE RECORDS BUREAU

DIVISION OF CORPORATIONS

Department of State

P.O. Box 6327

Tallahassee, FL 32301

**RE: V. D. L. Master Association, Inc.; Articles of Amendment to
Articles of Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of the Articles of Amendment to the Articles of Incorporation of **V. D. L. Master Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

PETER C. MOLLENGARDEN
For the Firm

PCM/dj
Enclosures

cc: V. D. L. Master Association, Inc.

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
V. D. L. MASTER ASSOCIATION, INC.

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CLERK OF DISTRICT
TALLAHASSEE, FLORIDA

The undersigned officers of V. D. L. Master Association, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article VIII thereof, by the membership at a duly called and noticed meeting of the members held **December 1, 2003**. The amendments adopted by the members and the number of votes cast for the amendments was sufficient for approval.

(SEE ATTACHED HERETO)

WITNESS my signature hereto this 30th day of December, 2003, at West Palm Beach, Palm Beach County, Florida.

V. D. L. MASTER ASSOCIATION, INC.

Harold H. Stewart
Witness

BY: Reiner F. Bitting (SEAL)
President

Julia Vargas
Witness

ATTEST: Reiner F. Bitting (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

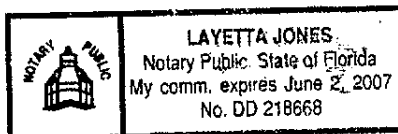
The foregoing instrument was acknowledged before me this 30th day of December, 2003, by Reiner F. Bitting and Kenneth Bitting as president and secretary, respectively, of V. D. L. Master Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced FLA DL, Rhode Island DL identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Layetta Jones (Signature)

Layetta Jones (Print Name)

Notary Public, State of Florida at Large

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AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
V.D.L. MASTER ASSOCIATION, INC.

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any property subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. ~~With respect to Commercial Property, the Owner (Class A Member) thereof shall be deemed to own as many Units for voting purposes as it does for assessment purposes pursuant to the Declaration.~~

Section 2. Voting Rights. ~~The Association shall have two (2) classes of voting membership:~~

~~Class A. Class A Members shall be all those Owners as defined in Section 1 with the exception of the Declarant (as long as the Class B Membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it qualifies). Class A Members who are members of the Villa Del Lago Condominium Association, Inc. and whose Units are subject to the Declaration of Condominium of Majestic Tower I, a Condominium, recorded in Official Record Book 6641 at Page 1679 of the Public Records of Palm Beach County, Florida, shall be entitled to one (1) vote for each Unit in which they hold the interests required for membership by Section 1, and the remaining Members shall be entitled to fifteen (15) votes collectively for all the Units owned by such Members within Majestic Towers (such that the members of the Villa Del Lago Condominium Association, Inc. shall collectively have twenty-three (23) votes in the Community Association and the other Members shall collectively have fifteen (15) votes in the Community Association) such votes to be cast by their applicable Voting Members in accordance with the Bylaws. When more than one person holds such interest or interests in any Unit, all such persons shall be Members and the vote for such Unit shall be exercised as they among themselves determine, but, subject to the foregoing allocation of voting interests, only as provided in the following sentence, in no event shall more than one vote be cast with respect to any such unit. The foregoing voting provisions shall be subject to the specific guidelines for the election of Directors set forth in Article V hereof and in Section 4.1~~

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TALLAHASSEE, FLORIDA

of the Bylaws. This paragraph may not be amended without the approval of a majority of the Members.

~~Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the Class A Members are entitled to cast in the aggregate from time to time. The Class B membership shall cease and terminate three (3) months after the last Unit within The Properties has been sold and conveyed by Declarant (or its affiliates), or any time prior thereto at the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association).~~

* * *

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) but not more than nine (9) persons, but as many persons as the Board of Directors shall from time to time determine provided, however, upon commencement of assessments by the Association upon condominium units within Majestic Towers other than those within Majestic Tower I, a Condominium, the Board shall consist of five (5) Directors, as follows: the President of the Villa Del Lago Condominium Association, Inc., the President of the other condominium association to be established within Majestic Towers, two (2) Directors elected by the members of Villa Del Lago Condominium Association, Inc. and one (1) Director elected by the members of the other condominium association in the Majestic Towers community subject to the Declaration of Master Covenants for Majestic Towers recorded on November 14, 1990, at Official Records Book 6641, Page 1632, of the Public Records of Palm Beach County, Florida. As soon as reasonably possibly following the above described event establishing the above described five (5) member Board, an election shall be noticed and held and the applicable Neighborhood Associations shall elect their representative(s) to the Board of Directors. Upon such election, the five (5) member Board as described above shall become effective. This provision may not be amended without the consent of a majority of the total membership of Villa Del Lago Condominium Association, Inc. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors.

~~Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:~~

<u>Name</u>	<u>Address</u>
Jacques Brion	4411 Beacon Circle, Suite 3 West Palm Beach, Florida 33407
Susan Vickers	4411 Beacon Circle, Suite 3 West Palm Beach, Florida 33407
Donna Charron	4411 Beacon Circle, Suite 3 West Palm Beach, Florida 33407

Section 3 ~~2.~~ Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors and their Declarant appointed replacements, ~~d~~ Directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. Subject to the provisions of Section 1 above concerning the composition of the Board of Directors, all All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate or other business entity members of the Association, or designees of the Declarant. Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Declarant shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association.

Section 4. ~~3.~~ Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.